



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

RECORDATION NO. 24334 FILED

FEB 25 '03

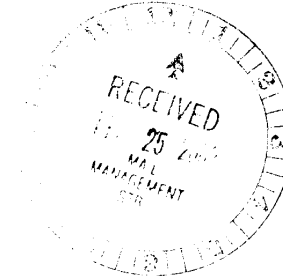
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SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

February 21, 2003

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 3, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Feed Ingredient Trading Corporation
278 Delaware Avenue
Delmar, NY 12054

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 5150 cubic foot covered hopper cars, with FURX and NDYX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(FEIN001)

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ASSGN. NO.: FEIN001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24 day of February, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Feed Ingredient Trading Corporation, ("Lessee"), a New York corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 24, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 16, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 3rd day of Feb., 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

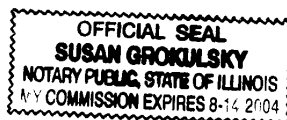
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of February, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

FEED INGREDIENT TRADING CORPORATION

By: Richard E. Casler
Name: Richard E. Casler
Title: President

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 24th day of January, 2003.

[CORPORATE SEAL]

STATE OF New York

COUNTY OF Albany

I, Jeffrey W. Seay, a Notary Public of the County and State aforesaid, certify that Richard E. Casler personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of January, 2003.

Jeffrey W. Seay
Notary Public

Commission Expires:

1/22/06
(Notary Public)

JEFFREY W. SEAY
NOTARY PUBLIC - STATE OF NEW YORK
NO. 01SE6069169
QUALIFIED IN ALBANY COUNTY
MY COMMISSION EXPIRES JANUARY 22, 2006

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 5150 cubic foot capacity covered hopper cars

CAR NUMBERS:

FURX	840179
FURX	840239
FURX	840518
FURX	840639
FURX	840779
FURX	843137
FURX	843640
FURX	843653
FURX	843686
FURX	843697
FURX	845214
FURX	845260
FURX	845266
NDYX	515117
NDYX	515379
NDYX	515399
NDYX	515423
NDYX	515453
NDYX	515488
NDYX	515561
NDYX	515565
NDYX	515570
NDYX	515778
NDYX	516450
NDYX	516492